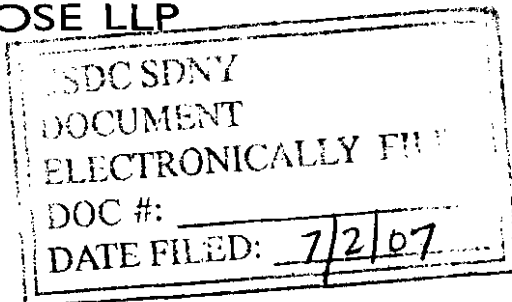


MEMORANDUM ENDORSED

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June 29, 2007

By Hand

Hon. Louis L. Stanton
United States District Judge
United States Court House
500 Pearl St., Room 2250
New York, NY 10007

The Football Ass'n Premier League ("PL/B Plaintiffs") v. YouTube, et al., 07 Civ. 3582 (LLS)

Dear Judge Stanton:

We write jointly as co-counsel in this action for the PL/B Plaintiffs and the prospective Class. We seek leave to file a motion to appoint Proskauer Rose LLP and Bernstein Litowitz Berger & Grossmann LLP (the "Firms") interim Class counsel in this action. FRCP 23(g)(2)(A) ("The court may designate interim counsel to act on behalf of the putative Class before determining whether to certify the action as a class action".) The essential grounds for the motion are two-fold: **First**, prompt appointment is necessary so as to continue the significant progress the Firms are making with counsel for defendants and with counsel for plaintiff Viacom in the related case before Your Honor, *Viacom International et al. v. YouTube, Inc. et al.*, 07 Civ. 2103 (LLS) (the "Viacom Action") in coordinating, streamlining, and expediting both this action and Viacom Action. **Second**, appointment now is necessary because a late-filed class action in Tennessee threatens to delay this case, throw over the constructive efforts now being made here, and severely prejudice the Class.

Background. The Complaint in this action (filed 5/4/07) names as defendants YouTube, Inc., YouTube, LLC, and Google, Inc. (together, the "Defendants") and seeks injunctive and other relief to stop Defendants' unauthorized and uncompensated use on the YouTube.com website of the copyrighted works of the PL/B Plaintiffs and all other similarly situated copyright holders (the "Class"). The case has attracted national and international interest, involving the valuable intellectual property of many thousands of artists, musicians, sportscasters, and other content producers on the one hand and, on the other hand, the practice of a prominent website to profit by making that property available, without consent, to hundreds of millions of internet viewers.

Leave to
file the
motion
is granted.
So Ordered.
Louis L.
Stanton
6/29/07

MEMORANDUM ENDORSED

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PROSKAUER ROSE LLP

Hon. Louis L. Stanton
June 29, 2007
Page 2

Pre-suit, the Firms here labored for more than seven months in investigating and preparing the case. The Complaint is highly detailed and amasses substantial evidence of the Class's claims. Since the filing of the Complaint, we have been active in setting up a dedicated 1-800 number and a website to communicate with prospective Class members. We have assisted dozens of prospective Class members in understanding their rights and keeping abreast of the case.

Our efforts have already benefited by the Class and the judicial process here. For example:

- (i) Several prospective Class members both here and abroad, occupying prominent positions in the sports and music publishing fields and collectively owning hundreds of thousands of copyrights, have spoken out publicly to express their strong support for the PL/B plaintiffs and their intention to join this action (press releases attached);
- (ii) After a different competing class action was filed in California, the Firms and counsel in the California action conferred. Since it is clear that the center of gravity of the Class is in this action, the California action was withdrawn, and counsel in that action have appeared here;
- (iii) The Firms have entered into a joint prosecution agreement with counsel for Viacom in connection with this and the Viacom Action; and
- (iv) Significant progress was made at the Rule 26(f) conference, which was jointly held among all parties in both this and the Viacom Actions. Among the proposals we have made progress on, subject to Your Honor's views, are that discovery in the actions would be coordinated and that class certification issues would be taken up after the close of fact discovery.

Over a month after we filed suit, another action was filed in Tennessee. *Cal IV Entertainment LLC v. YouTube, et al.*, 3:07-cv-00617 (M.D. Tenn.). Cal IV is not representative of the entire Class, yet the Cal IV Complaint repackages the essential facts, allegations, class definition, class period, claims, and causes of action that are in the PL/B Complaint. Based on the dates alleged in the Cal IV Complaint, it appears that Cal IV's due diligence did not even begin until after the PL/B Complaint was filed. The Cal IV Action is now creating confusion among potential claimants. It threatens to delay this action and prejudice the Class by fragmenting the cohesiveness engendered by our efforts and interfere with our ability to represent the putative Class in both this and other actions.

Grounds for the Motion. Rule 23(g)(2)(A) broadly empowers this Court to appoint interim counsel to protect the interests of the putative Class. Among the factors cited by the Advisory Committee for the Rule are the **need to attend to pressing pre-trial activities** prior to certification, including the need for pre-certification discovery, and the presence of "**rivalry or uncertainty**" resulting from the filing of competing class actions. See Adv. Committee Notes to Fed. R. Civ. P. 23(g)(2)(A). These precise circumstances exist here.

PROSKAUER ROSE LLP

Hon. Louis L. Stanton
June 29, 2007
Page 3

First, events in this and other related cases need the prompt attention of Class counsel, who should be able to act expeditiously and with interim authority only. The Firms need to prosecute the claims of the prospective Class swiftly in order to stop or minimize the continuing harm to the Class from Defendants' ongoing unlawful conduct. We need to expedite proceedings and discovery in this case so that we stay on the same schedule as the Viacom Action and can efficiently coordinate with Viacom counsel. Appointment of interim Class counsel now will allow the Class to act cohesively to coordinate its activities. We have talked to Viacom, and while we cannot state that we know what Viacom will do with respect to opting out of the class, counsel for Viacom has authorized us to state that Viacom supports our appointment as interim Class counsel and believes that such appointment would be in the best interests of the expeditious resolution of the claims against Defendants.

Second, the filing of the copycat Cal IV action will harm the interests of the Class by promoting delay, confusion, and prejudice to the Class' interests. Multiple law firms in multiple litigations will not efficiently speak for the same Class. And, quite importantly, the proposal to coordinate discovery in this and the Viacom Actions and to conduct class certification issues at the close of discovery will benefit all litigants and this Court considerably but will have to be abandoned if we face a competing class schedule in the Tennessee action.

Third, counsel for the PL/B Plaintiffs satisfy the requisites for appointment as interim Class counsel and are, we submit, the only counsel in either of the pending matters who do. The Firms have already collectively spent thousands of hours of attorney time developing a litigation strategy, monitoring, recording, and scrutinizing Defendants' infringing conduct, drafting the Complaint, gathering support, and unifying the Class. We have already coordinated the pending actions before this Court. The Firms have substantial relevant experience handling copyright actions and class actions. Proskauer Rose is a large, national firm with a preeminent intellectual property practice and substantial expertise in copyright law and the Digital Millennium Copyright Act. Bernstein Litowitz is a preeminent affirmative class action firm and has successfully litigated the most high-profile class actions.

The schedule here and the pendency of the Tennessee action call for as prompt attention to this matter as Your Honor can accommodate. We therefore request that Your Honor permit us to serve our papers immediately on receipt of approval by the Court; that any opposing papers be served a week thereafter; any reply within a week after that; and argument promptly thereafter.

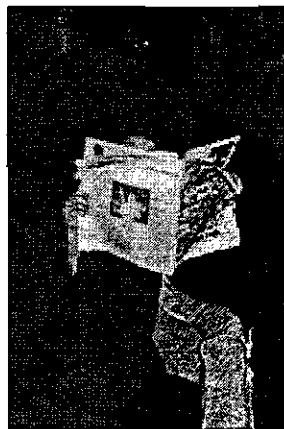
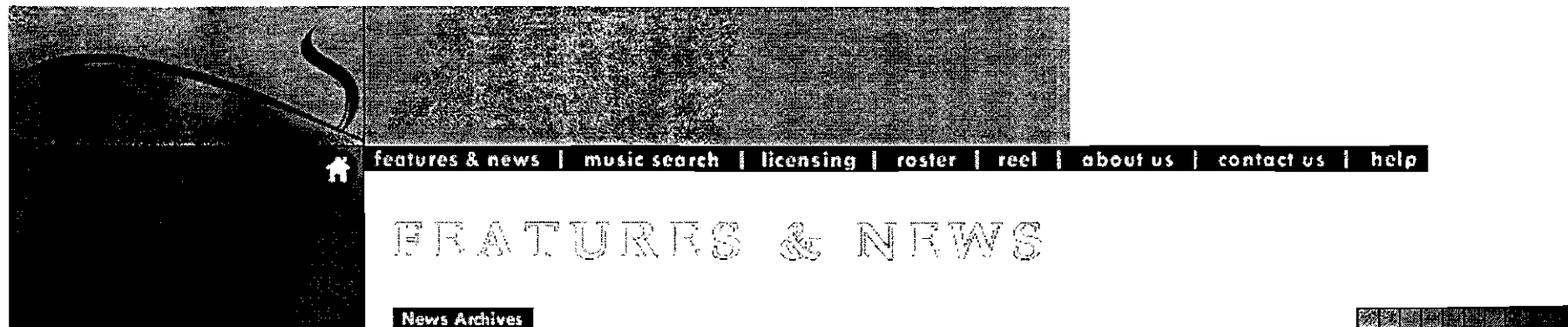
Respectfully submitted,


Louis M. Solomon


John P. Coffey

cc: Counsel for All Parties in this and Viacom Actions; and in the Cal IV Actions
Daniel C. Girard, Esq. (counsel for the Cal IV Plaintiffs)

ATTACHMENT



IN THE NEWS

ANOTHER LEADING MUSIC PUBLISHER ANNOUNCES SUPPORT FOR COPYRIGHT CLASS ACTION AGAINST YOUTUBE/GOOGLE

NEW YORK, NEW YORK (June 6, 2007). Cherry Lane Music Publishing Co., Inc., a leading independent music publisher responsible for catalogues of world famous artists – such as Elvis Presley, Quincy Jones, The Black Eyed Peas, John Legend, and more than 65,000 other copyrights – and for key partnerships with creative companies such as DreamWorks Pictures and DreamWorks Animation SKG, today announced that it joins and strongly supports the copyright infringement class action claims against YouTube and Google brought by The Football Association Premier League Limited ("Premier League") and Bourne Co. ("Bourne").

The class action complaint, filed in federal court in New York City on May 4, 2007, asserts claims on behalf of all copyright owners who have had their material copied and exploited on Google's YouTube website without authorization. The lawsuit asks a federal judge for a court order to stop YouTube's unauthorized and uncompensated use of the creative works of Class members, force YouTube to adopt existing technology to prevent unauthorized content from being exploited, and for damages for past infringement.

According to Peter W. Primont, Chief Executive Officer at Cherry Lane: "We are pleased to be joining forces with Premier League and Bourne to put a stop to YouTube's unauthorized use of copyrighted works without compensating the owners and creators of those works, including the many composers and songwriters on our roster." Primont continued, "We have a record of unsurpassed meticulousness and diligence in the protection of our clients' copyrights and collection of income due them. In addition, Cherry Lane has a long history of finding outlets for the music catalogues we manage, and in so doing we have struck innovative partnerships with dozens of entertainment companies and have licensed songs for all media, including websites. We want to be able to continue these important efforts on

behalf of our songwriters and composers, so that they get the full benefit of their hard work, without being held hostage by YouTube's infringement."

Cherry Lane is one of the world's top four independent music publishers. Headquartered in New York, Cherry Lane administers more than 65,000 copyrights, including a roster of songwriters and composers such as Elvis Presley, Quincy Jones, The Black Eyed Peas, John Denver, John Legend, Wolfmother, and many others. Cherry Lane's partners and clients include production companies such as DreamWorks Pictures and DreamWorks Animation SKG, Icon Productions, Walden Media and brands such as Pokémon, NFL Films, NASCAR, and World Wrestling Entertainment.


The lawsuit, The Football Association Premier League Limited, et al. v. YouTube, Inc., et al., 07 Civ. 3582 (LLS), is pending before the Honorable Louis L. Stanton in the United States District Court for the Southern District of New York. The Premier League, which is the UK's top tier soccer league, and Bourne, an independent music publisher founded in 1919, are represented in this matter by Proskauer Rose LLP and Bernstein Litowitz Berger & Grossmann LLP. Inquiries can be directed either to Louis M. Solomon at Proskauer Rose at 212-969-3200 or Sean Coffey at Bernstein Litowitz at 212-554-1409. Further information about the suit can also be found at www.youtubeaclassaction.com

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Articles

French Open organizer and Professional French Soccer Leagues announce support for copyright class action against youtube/google

Wednesday, June 6, 2007

NEW YORK, NEW YORK (June 6, 2007). The Federation Française de Tennis, France's national tennis organization and the organizer of the French Open, and the Ligue de Football Professionnel, one of the top professional football leagues in the world, today announced that they join and strongly support the copyright infringement class action claims against YouTube and Google brought by lead plaintiffs, The Football Association Premier League Limited ("Premier League") and Bourne Co. ("Bourne").

The class action complaint, filed in federal court in New York City on May 4, 2007, asserts claims on behalf of all copyright owners who have had their material copied and exploited on Google's YouTube website without authorization. The lawsuit asks a federal judge for a court order to stop YouTube's unauthorized and uncompensated use of the creative works of Class members, force YouTube to adopt existing technology to prevent unauthorized content from being exploited, and for damages for past infringement.

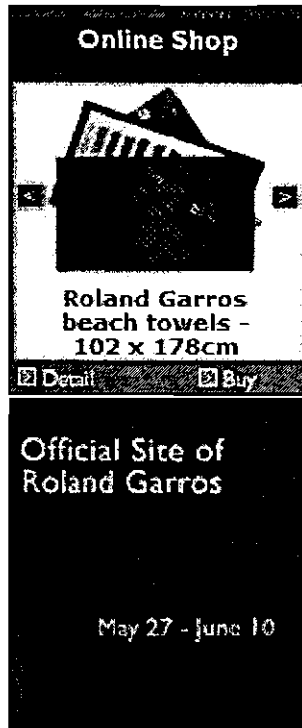
Federation Française de Tennis is France's national tennis organization. It organizes the French Open, one of the four Grand Slam tournaments in tennis, and manages France's Davis Cup and Fed Cup teams. Live updates and daily video highlights of the 2007 French Open, taking place this week, can be found at <http://www.rolandgarros.com>. According to Michel Grach, Media Director for the French Open: "We strongly support the efforts to stop YouTube from exploiting copyrighted works without compensation. YouTube hinders our efforts to develop and promote the sport of tennis in the interest of amateur and professional players and fans throughout France and the world through a variety of media, including our own innovative websites."

Ligue de Football Professionnel is the professional soccer league in France. It manages the two professional divisions of French soccer, Ligue 1 and Ligue 2, as well as the French Supercup and League Cup. French league games are broadcast in more than 150 countries and regularly watched by millions of fans around the world. Jean-Pierre Hugues, General Manager at the Ligue de Football Professionnel, added, "we support the efforts of the class action to stop YouTube from profiting from the work of our teams and players, and to allow us to fully exploit our own resources so that we can continue to



A TV camera on Roland-Garros center court.

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develop French professional soccer for the benefit of our fans around the world."

The lawsuit, The Football Association Premier League Limited, et al. v. YouTube, Inc., et al., 07 Civ. 3582 (LLS), is pending before the Honorable Louis L. Stanton in the United States District Court for the Southern District of New York. The Premier League, which is the UK's top tier soccer league, and Bourne, an independent music publisher founded in 1919, are represented in this matter by Proskauer Rose LLP and Bernstein Litowitz Berger & Grossmann LLP. Inquiries can be directed either to Louis M. Solomon at Proskauer Rose at 212-969-3200 or Sean Coffey at Bernstein Litowitz at 212-554-1409.

Further information about the suit can also be found at www.youtubeclaimaction.com



Donald Budge only took part in one French Open, in 1938, but he won the title and then went on to complete the Grand Slam.



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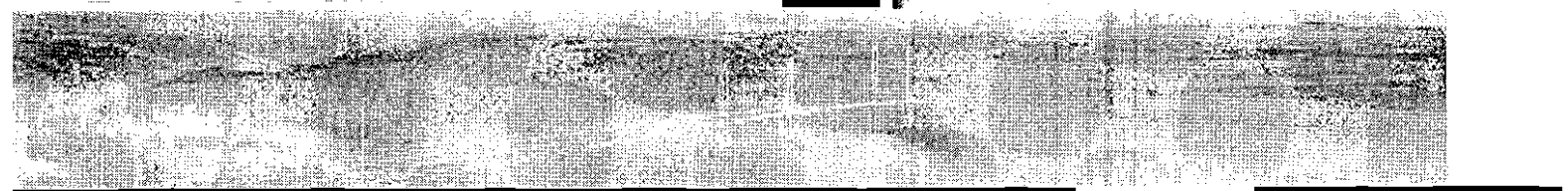
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Copyright Class Action against YouTube/Google Gains Additional Support from the Association of European Professional Football Leagues

RESOURCES

- Bloomberg TV
- Bloomberg Radio
- Audio/Video Reports
- Bloomberg Podcasts
- Bloomberg Markets Magazine
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NEW YORK--(BUSINESS WIRE)--June 27, 2007 The Association of European Professional Football Leagues ("EPFL") announced today that it strongly supports The Football Association Premier League Limited ("Premier League") and Bourne Co. ("Bourne") on their the copyright class action against YouTube and Google. The EPFL, representing the interests of 19 Member and Associate Member Leagues across Europe and more than 500 affiliated clubs, in countries such as Austria, Belgium, Denmark, Republic of Ireland, England, Finland, France, Germany, Greece, the Netherlands, Italy, Portugal, Norway, Slovenia, Spain, Switzerland, Sweden and Scotland, has joined other recent supporters, including Cherry Lane Music Publishing Co, one of the world's leading independent music publishers -- responsible for catalogues of world famous artists such as Elvis Presley, Quincy Jones, The Black Eyed Peas, John Legend, and more than 65,000 other copyrights -- the national French Tennis Federation (Federation Francaise de Tennis), and the French Professional Football League (Ligue de Football Professionnel). The EPFL is encouraging all its members to actively join the suit, demanding YouTube/Google to immediately cease their massive and rampant infringement of the copyrighted works of the European football leagues. The EPFL is concerned that YouTube has launched localized sites across the world including in France, Ireland, Italy, Netherlands, Poland, Spain and the UK, and is inviting its members, who arrange collectively football games viewed annually by billions of people in approximately 204 countries around the world, to take action with the intention of protecting its legitimate rights.




The class action complaint, filed in federal court in New York City on May 4, 2007, asserts claims on behalf of all copyright owners who have had their material copied and exploited on the YouTube website without authorization. The lawsuit asks a federal judge for a court order to stop YouTube's unauthorized and uncompensated use of the creative works of Class members,

force YouTube to adopt existing technology to prevent unauthorized content from being exploited, and for damages for past infringement.

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CONTACT: Linden Alschuler & Kaplan, Inc. Josh Epstein, Senior Vice President, Public Relations, 212-575-4545 jepstein@lakpr.com

Last Updated: June 27, 2007 10:57 EDT

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